

30¢  
#6

MARVEL® COMICS GROUP

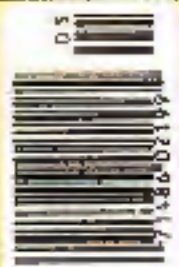
APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



# PETER PARKER THE SPECTACULAR SPIDER-MAN



**NOW!**  
RE-PRESENTING  
A WALL-CRAWLER  
CLASSIC!  
SPIDEY TEAMS WITH  
THE **HUMAN TORCH**  
AGAINST THE MIGHT OF **MORBIUS** THE LIVING VAMPIRE!





While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

STAN LEE  
PRESENTS!

# THE SPECTACULAR SPIDER-MAN!

GERRY CONWAY \* ROSS ANDRU \* FRANK GIACOIA \* A. SIMEX \* STAN G. \* A. GOODWIN  
SCRIPTER \* ARTISTS \* LETTERER \* COLORIST \* EDITOR

'PURA VU!' THAT'S FRENCH FOR 'HEY, I FEEL LIKE I'VE BEEN THROUGH THIS BEFORE! AND THAT'S EXACTLY THE FEELING EVERYONE'S FAVORITE WALL-CRAWLER IS ABOUT TO EXPERIENCE AS HE SWINGS ACROSS THE CITY BY NIGHT...

HEY!  
W-WHAT-?

WEBBING'S NOT COMING OUT RIGHT! SOMETHING'S WRONG WITH THE FLUID... IT'S MAKING THE SHOOTER JAM!

A NEW LOOK AT A SPIDEY CLASSIC ORIGINALLY PRESENTED IN MARVEL TEAM-UP #3.

## the POWER to PURGE!

BEHIND POLARIZED LENSES, BROWN EYES WIDEN... AND FRANTIC FINGERS TWITCH ON A SPECIAL PALM-SIZED TRIGGER--

THE SPECTACULAR SPIDER-MAN™ is published by MARVEL COMICS GROUP, OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Published monthly. Copyright ©1977 by Marvel Comics Group, A Division of Cadence Industries Corporation. All rights reserved. \$3.00 per copy in the U.S. and Canada. Subscription rate \$4.00 for 12 issues. Canada, \$5.00. Foreign, \$6.00. Reprint courtesy of Magazine Management Co., Inc. No similarity between any of the names, characters, persons, and institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is pure coincidence. Printed in the United States of America. SPECTACULAR SPIDER-MAN (including all prominent characters featured in the issue), and distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP.





**A** GAIN AND AGAIN HE TRIES TO FIRE HIS WEB-SHOOTER, REFUSING TO ACCEPT THE MALFUNCTION.

**U**NTIL IT BECOMES CLEAR THAT THE ONLY RESULT IS A FALL TOWARD THE STREETS!



**T**WISTING, HE TRIES TO REGAIN HIMSELF--

--BUT NOW, HIS OTHER WEB-SHOOTER--

--ALSO JAMS!



HOLY--! GOT TO DO SOMETHING FAST--

AND IT LOOKS LIKE MY LAST CHANCE IS COMING UP--



**"NOW!"**  
**THAK!**



HOO BOY! BETWEEN ALL MY HASSLES WITH U. JONAH JAMESON--\*

PLUS MY SCHOOL WORK PILING UP--

--I MUST'VE GOOFED MAKING MY FLUID COMPOUND!

LUCKILY I'VE GOT SPARE CAR-TRIDGES IN MY BELT FROM ANOTHER BATCH.

\*ON VIEW IN AMAZING SPIDER-MAN #167-68-69--A



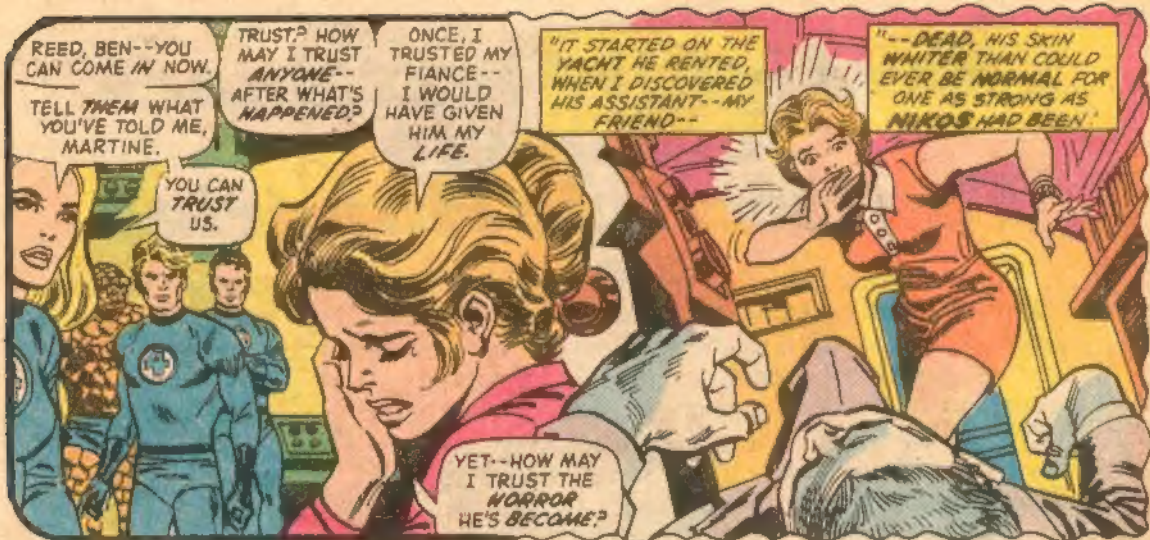
JUST NEED TO RELAX A SECOND BEFORE CHANGING 'EM.

FUNNY THIS IS LIKE AN INSTANT REPLAY OF A- NOTHER CLOSE CALL--

ONLY THAT TIME I WAS SUFFERING A NEAR FATAL RE-ACTION TO A TRANSFU-SION FROM THAT LIVING VAMPIRE, MORBIUS!

YEAH! THAT GREW SOME NASTY LITTLE ADVENTURE! AND IT REALLY GOT ROLLING WHEN THE FANTASTIC FOUR RECEIVED A VERY UPSET VISITOR...





REED, BEN--YOU CAN COME IN NOW.

TELL THEM WHAT YOU'VE TOLD ME, MARTINE.

YOU CAN TRUST US.

TRUST? HOW MAY I TRUST ANYONE-- AFTER WHAT'S HAPPENED?

ONCE, I TRUSTED MY FIANCE-- I WOULD HAVE GIVEN HIM MY LIFE.

"IT STARTED ON THE YACHT HE RENTED, WHEN I DISCOVERED HIS ASSISTANT--MY FRIEND--

"--DEAD, HIS SKIN WHITER THAN COULD EVER BE NORMAL FOR ONE AS STRONG AS NIKOS HAD BEEN!"

YET--HOW MAY I TRUST THE HORROR HE'S BECOME?



"SEARCHING HIS CABIN, DISCOVERING MY BELOVED MICHAEL GONE-- I FOUND CERTAIN NOTES--

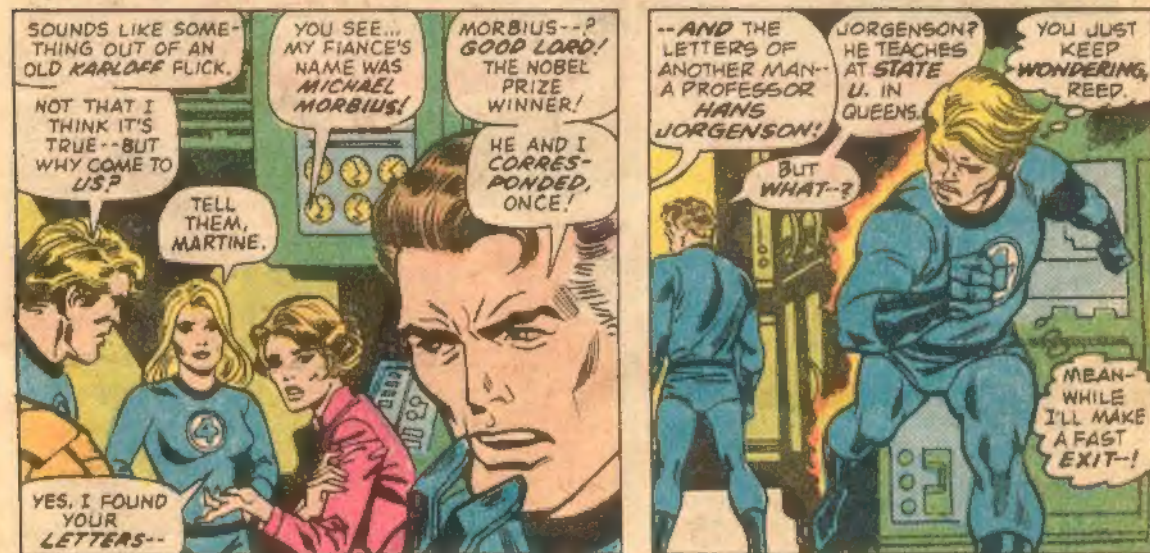
"NOTES WHICH EXPLAINED THE REASON FOR OUR SUDDEN CRUISE--

"...BUT WHOSE UNFORESEEN SIDE-EFFECTS MIGHT MAKE OF HIM..."

"IN A DESPERATE GAMBLE, HE'D DEVELOPED AN ENZYME WHICH WOULD STRENGTHEN HIS BLOOD COUNT..."

"MICHAEL WAS DYING, VICTIM OF SOME INCURABLE BLOOD DISEASE..."

"...A VAMPIRE!"



SOUNDS LIKE SOMETHING OUT OF AN OLD KARLOFF FLICK.

NOT THAT I THINK IT'S TRUE--BUT WHY COME TO U.S.P.

TELL THEM, MARTINE.

YOU SEE... MY FIANCE'S NAME WAS MICHAEL MORBIUS!

MORBIUS--? GOOD LORD! THE NOBEL PRIZE WINNER!

HE AND I CORRESPONDED, ONCE!

--AND THE LETTERS OF ANOTHER MAN-- A PROFESSOR HANS JORGENSEN!

JORGENSEN? HE TEACHES AT STATE U. IN QUEENS.

YOU JUST KEEP WONDERING, REED.

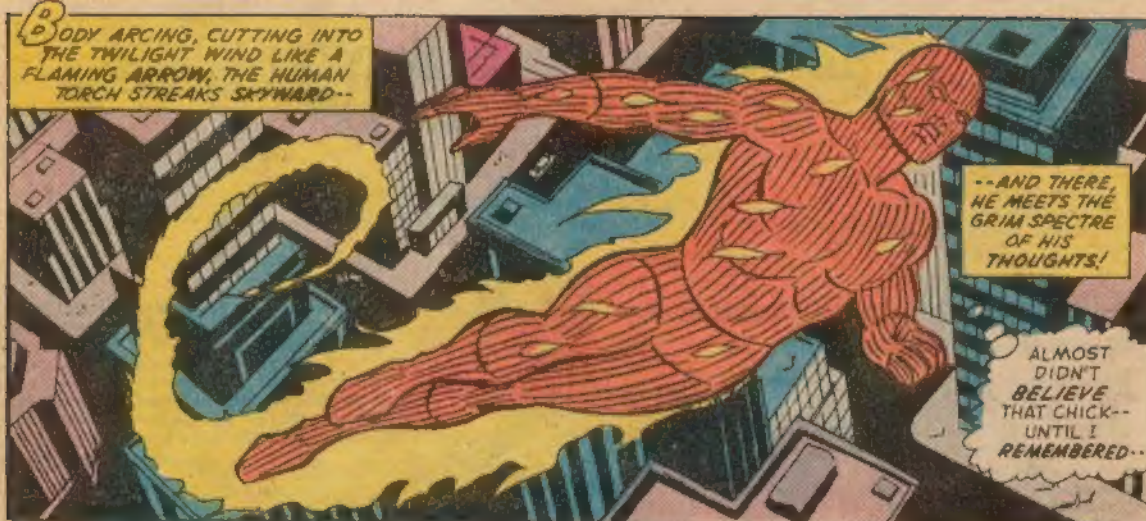
BUT WHAT--?

YES, I FOUND YOUR LETTERS--

MEANWHILE I'LL MAKE A FAST EXIT--!



**B**ODY ARCING, CUTTING INTO THE TWILIGHT WIND LIKE A FLAMING ARROW, THE HUMAN TORCH STREAKS SKYWARD--

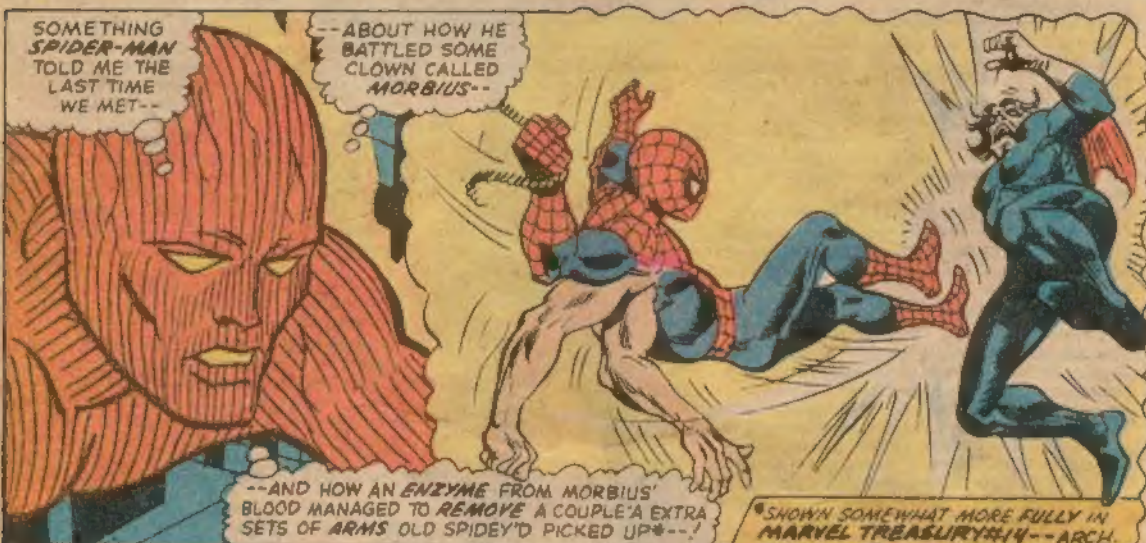


--AND THERE, HE MEETS THE GRIM SPECTRE OF HIS THOUGHTS!

ALMOST DIDN'T BELIEVE THAT CHICK-- UNTIL I REMEMBERED--

SOMETHING SPIDER-MAN TOLD ME THE LAST TIME WE MET--

--ABOUT HOW HE BATTLED SOME CLOWN CALLED MORBIUS--



--AND HOW AN ENZYME FROM MORBIUS' BLOOD MANAGED TO REMOVE A COUPLE'A EXTRA SETS OF ARMS OLD SPIDEY'D PICKED UP--!

\*SHOWN SOMEWHAT MORE FULLY IN MARVEL TREASURY#14--ARCH

NOW, UNLESS I MISS MY GUESS BY ONE HECK OF A PROVERBIAL LONG SHOT--

--SPIDEY'S MORBIUS, AND THIS NOBEL-PRIZE-WINNER GUY ARE ONE AND THE SAME



IN WHICH CASE, OLD JOHNNY'S HEADING TOWARDS QUEENS--

--'CAUSE, IF I'VE GOT ANY LUCK AT ALL--

--I'LL FIND THAT OLD WEB-SLINGER ON THE SAME COLLEGE CAMPUS AS THAT JORGENSEN GUY

WHO KNOWS? MAYBE IT'S TIME SPIDEY AND I TEAMED UP AGAIN

--THOUGH WHY I EVEN BOTHER WITH THAT EGOTISTICAL COSTUMED WALL-CRAWLER I'LL NEVER UNDERSTAND!







NOR WILL WE EVER UNDERSTAND THE WHIMS OF CAPRICIOUS FATE, JOHNNY...

...FOR, IF YOU'D BUT GLANCE BELOW, ON A SHADOWED SIDE-STREET...



...IF YOU'D SINGLE OUT ONE BATTERED, ABANDONED WAREHOUSE IN LONG ISLAND CITY...



...AND IF YOU'D TAKE A MOMENT TO INSPECT ONE DIMLY GLOWING WINDOW...WHAT IS DESTINED TO OCCUR, MIGHT NEVER BE!

YOU'VE BEEN... A FRIEND, JEFFERSON BOLT.

YET NOW... I MUST GO.



THESE PAST WEEKS, BUILDING MY STRENGTH, LETTING MY BODY REDEVELOP THAT LOST ENZYME...

...THEY HAVE BEEN LONG WEEKS...YET THANKS TO YOU, NOT LONELY ONES.

AND YOU'VE DONE MUCH FOR ME, MORBIUS...



...YOU'VE LET ME SEE...THE WAY THINGS TRULY ARE.

IS THAT WHAT YOU'VE LEARNED?

LIFE OVER DEATH... ABOVE ALL ELSE, LIFE MUST SURVIVE!

YOU'RE DIFFERENT FROM ALL MY OTHER VICTIMS...YOU'VE BECOME WHAT I'VE BECOME...



YES...I CAN SEE IT IN YOUR EYES.



...A VAMPIRE!

OH, LORD IN HEAVEN--WHAT HAVE I DONE?

WAS MY SIN NOT GREAT ENOUGH, TO SEAL MYSELF WITHIN THIS DAMNABLE COIL--?

BUT MORBIUS-- YOU DON'T UNDERSTAND.

I LIKE IT THIS WAY.

I KNOW, JEFFERSON BOLT--



--IT IS THAT WHICH MAKES ME FEAR!


BUT NOW--I MUST LEAVE. THERE'S A MAN-- A MAN I MUST SEEK OUT!

PERHAPS HE MAY YET SAVE OUR PITIABLE LIVES--

--THOUGH I DREAD-- ONLY GOD MAY HELP US NOW!

THEN GO...AND IN A MOMENT, I'LL FOLLOW...






...FOR WE'VE  
BOTH WORK  
AT THE CAMPUS  
TONIGHT,  
MICHAEL  
MORBIUS.


LIKE, YOU'D  
BETTER  
BELIEVE IT!

AND WHAT OF OUR LONG-  
SUFFERING WALL-CRAWLER?

AT THAT  
MOMENT,  
ON A SITE  
IN THE  
SECTION OF  
QUEENS  
KNOWN AS  
BAYSIDE...



WHAT A GUY  
WOULDN'T DO FOR  
AN EDUCATION...

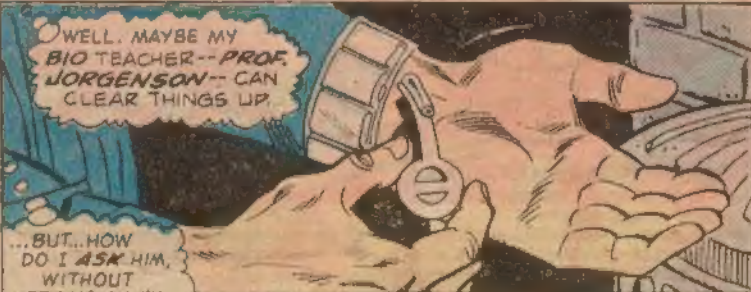


STILL FEEL  
LIKE  
SOMEBODY'S  
USING MY  
HEAD FOR  
A GOLF TEE...  
BUT AT  
LEAST THAT  
FALL DIDN'T  
BREAK ANY  
BONES!

BARELY  
MANAGED  
TO GET  
HERE...  
NOW, I'M  
NOT SO  
SURE IT  
WAS A  
GOOD  
IDEA TO  
COME!


WHAT'S  
WRONG  
WITH  
ME?

WHY DO I  
FEEL THIS  
WAY...?



WELL, MAYBE MY  
BIG TEACHER--PROF.  
JORGENSEN-- CAN  
CLEAR THINGS UP.


...BUT...HOW  
DO I ASK HIM,  
WITHOUT  
LETTING ON I'M  
SPIDER-MAN?



PARKER, WHY  
COULDN'T YOU  
HAVE BECOME  
SOMETHING  
SIMPLE...  
SOMETHING  
SAFE...

...YEAH, LIKE A  
GREEN BERET!

PETEY,  
M'BOY...  
YOU'RE IN  
RARE FORM  
TONIGHT!



UH-UH. NO  
DOUBT ABOUT  
IT. I'M ONE  
SICK  
SUPER-HERO.

GOT NO  
CHOICE...  
I'LL HAVE  
TO TALK  
TO THE  
PROF AFTER  
CLASS....!



THAT IS...IF I MAKE IT  
TILL AFTER CLASS!

I'VE BEEN SICK  
BEFORE--BUT  
NEVER--NEVER  
LIKE THIS.



FEELS LIKE  
THE BOTTOM'S  
DROPPING OUT  
OF MY GUT--  
THESE CHILLS--  
FEVER--!

STEELING HIMSELF,  
DRAWING HIS SHOULDERS  
STRAIGHT UNDER HIS  
FRAYED WINDBREAKER,  
PETER PARKER STEPS  
INTO THE GLOW OF A  
NEARBY ARC LAMP...



...AND  
GLANCING  
SKYWARD  
AT A SUDDEN,  
FAMILIAR  
SOUND,  
LETS OUT  
A HEAVY  
GROAN...

TERRIFIC.

I KNEW I  
SHOULDN'T  
HAVE TOLD  
STORM I TAKE  
CLASSES  
HERE.

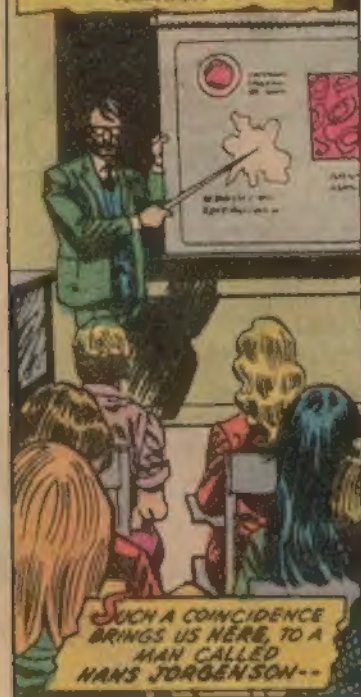
IT FIGURES  
HE'D SHOW UP--  
PROBABLY WANTS  
TO TELL ME  
ABOUT SOME  
STUPID BATTLE  
HE'S WON.



OKAY,  
SPIDEY--  
LOOKS  
LIKE  
YOU'RE  
ON  
AGAIN.

--IF YOU  
CAN MAKE  
IT!

THROUGHOUT HISTORY, MEN  
HAVE WONDERED AT THOSE  
SOMETIMES-**CRUCIAL** COINCIDENCES--THOSE **THISTS** OF  
DESTINY WHICH BRING MEN  
TOGETHER AGAINST ALL  
REASON--!



SUCH A COINCIDENCE  
BRINGS US HERE, TO A  
MAN CALLED  
HANS JORGENSEN--

--TO THE FATEFUL CRUX OF  
OUR STORY--A MAN SOUGHT  
BY THREE SEPARATE FACTIONS  
--A MAN WHO HOLDS THE  
ANSWERS FOR THEM ALL!

--AND AS YOU CAN SEE, SUCH  
A PROCESS WOULD DESTROY  
THE PRIMARY BALANCE IN  
THE BLOOD CELLS--

--AN EFFECT  
SIMILAR TO THE  
DECAY CAUSED  
BY LEUKEMIA.



RED BLOOD  
CELL  
(PLATELET)



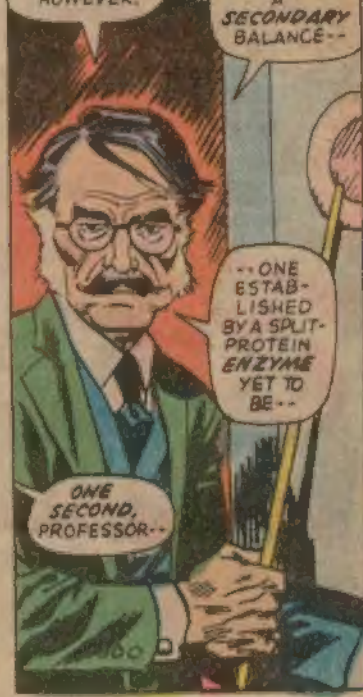
WHITE BLOOD CELL

RECENT  
STUDIES BY A  
COLLEAGUE  
OF MINE  
SEEM TO HAVE  
PROVEN QUITE  
THE OPPOSITE,  
HOWEVER.

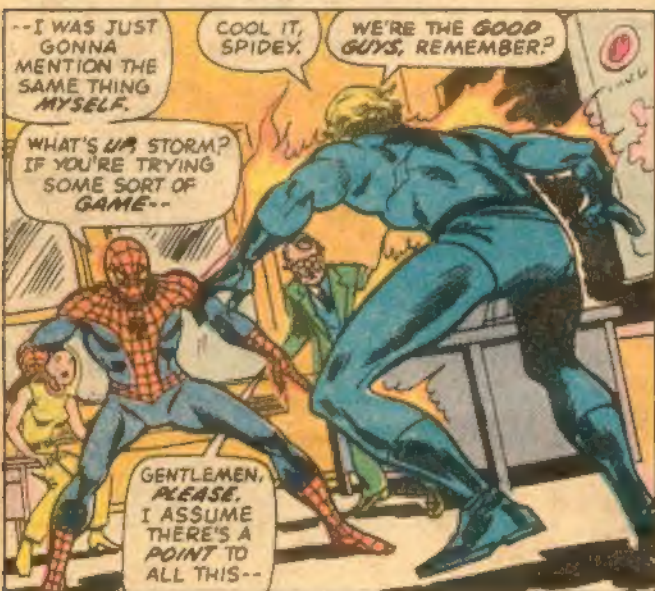
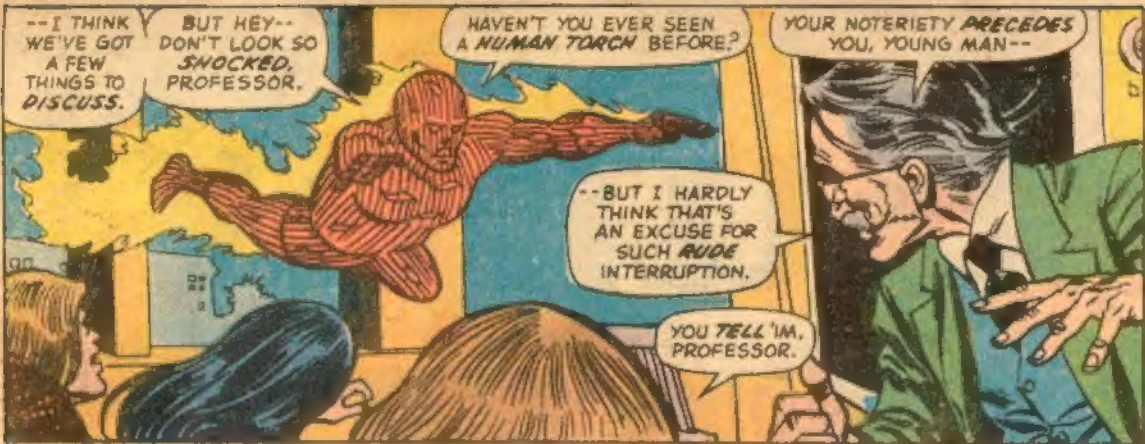
THAT MAN,  
THE NOTED  
VASCULAR  
THEORIST  
**MICHAEL  
MORBIUS**,  
POSTULATES  
A  
**SECONDARY**  
BALANCE--

--ONE  
ESTAB-  
LISHED  
BY A SPLIT-  
PROTEIN  
ENZYME  
YET TO  
BE--

ONE  
SECOND,  
PROFESSOR--















...AND AS A SONG, IT'S A VERY POOR SONG...

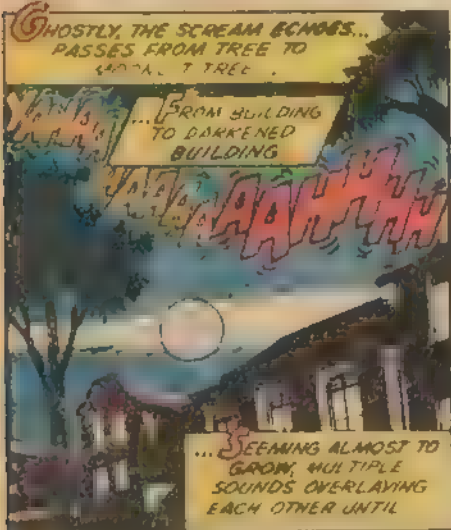
...FOR A FUNERAL DIRGE!

HMM?



YAAA-

ZAAAH!!!

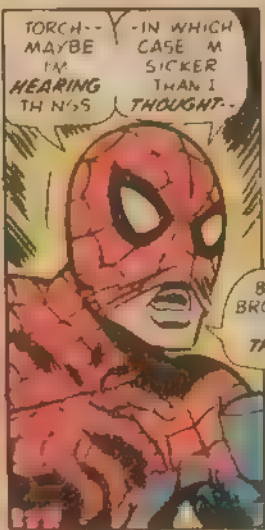


GHOSTLY, THE SCREAM ECHOES... PASSES FROM TREE TO TREE...

...FROM BUILDING TO DARKENED BUILDING

...SEEMING ALMOST TO GROW, MULTIPLE SOUNDS OVERLAYING EACH OTHER UNTIL

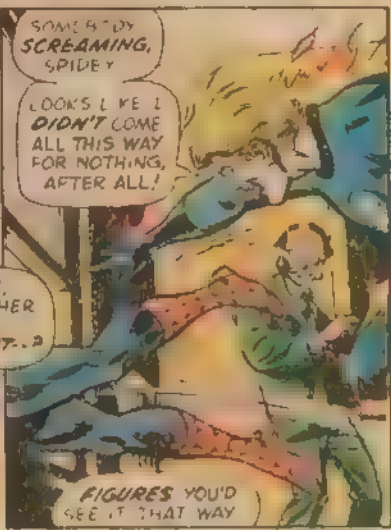
...AAAAHHH!!!



TORCH-- MAYBE I'M HEARING TH N'SS

IN WHICH CASE M SICKER THAN I THOUGHT--

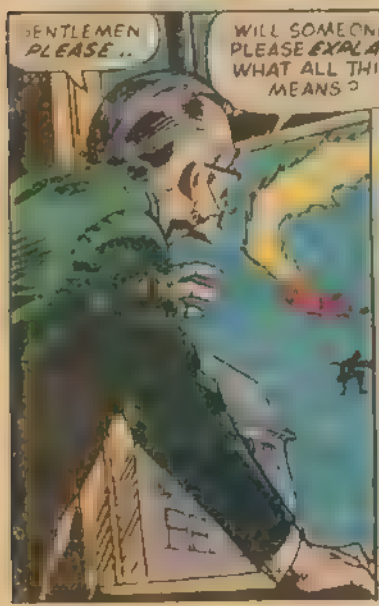
BUT, BROTHER IS THAT..?



SOME BODY SCREAMING, SPIDEY

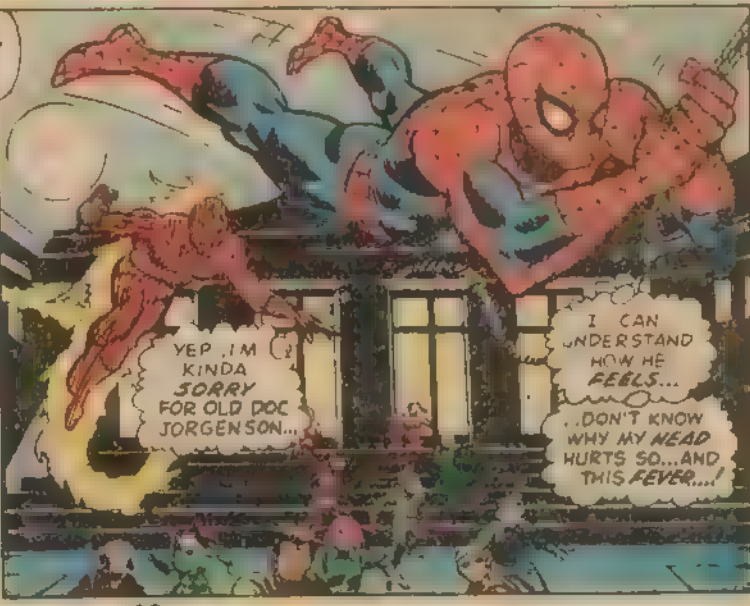
LOOKS LIKE I DIDN'T COME ALL THIS WAY FOR NOTHING, AFTER ALL!

FIGURES YOU'D SEE IT THAT WAY



GENTLEMEN PLEASE..

WILL SOMEONE PLEASE EXPLAIN WHAT ALL THIS MEANS?

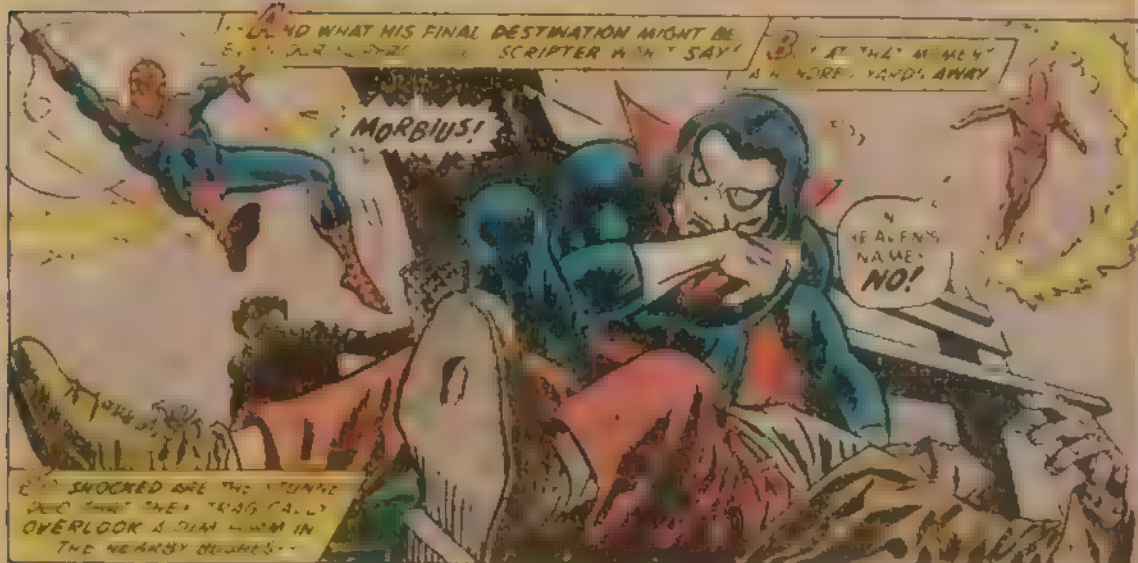
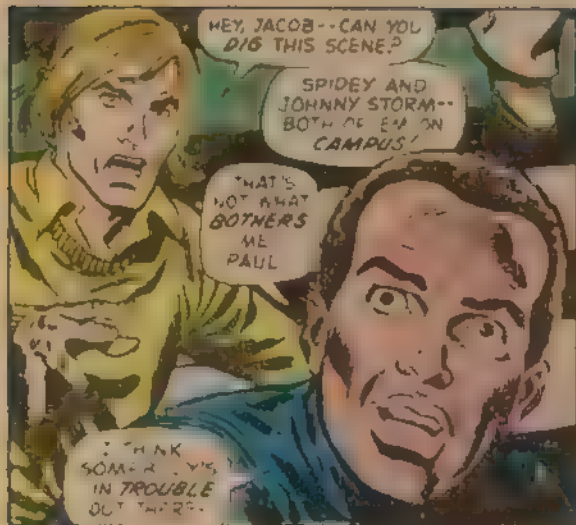


YEP, I'M KINDA SORRY FOR OLD DOC JORGENSEN...

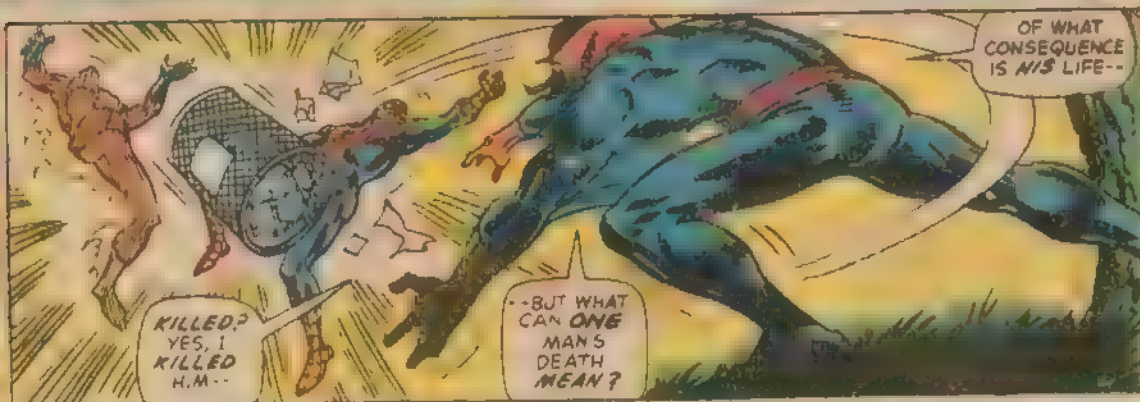
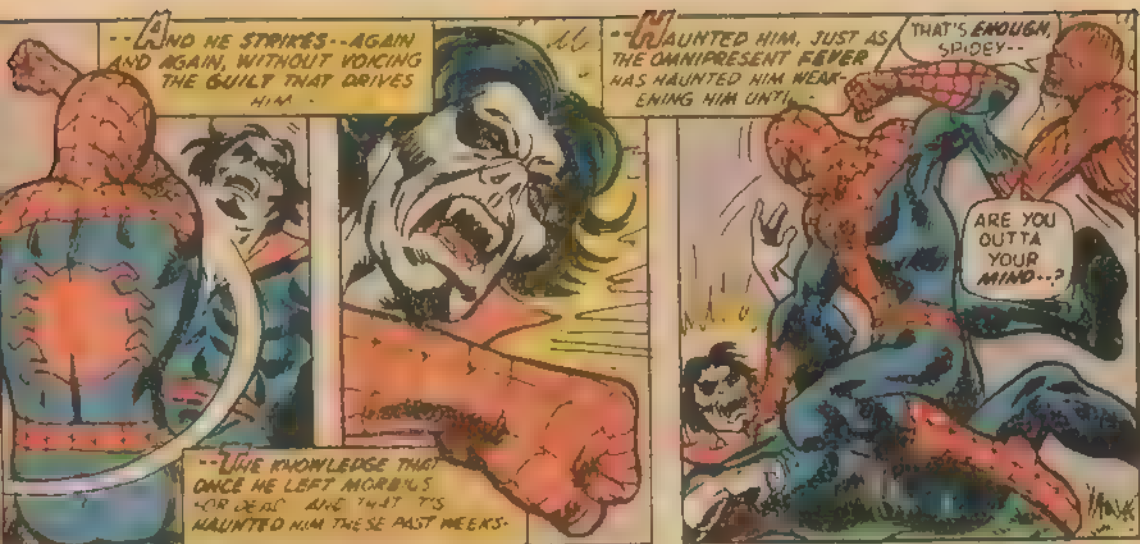
I CAN UNDERSTAND HOW HE FEELS...

...DON'T KNOW WHY MY HEAD HURTS SO...AND THIS FEVER...

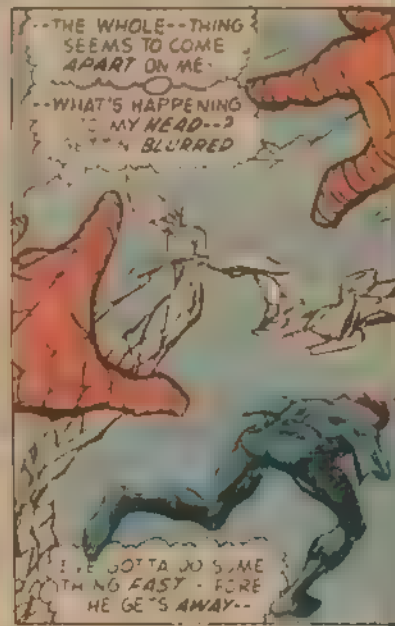
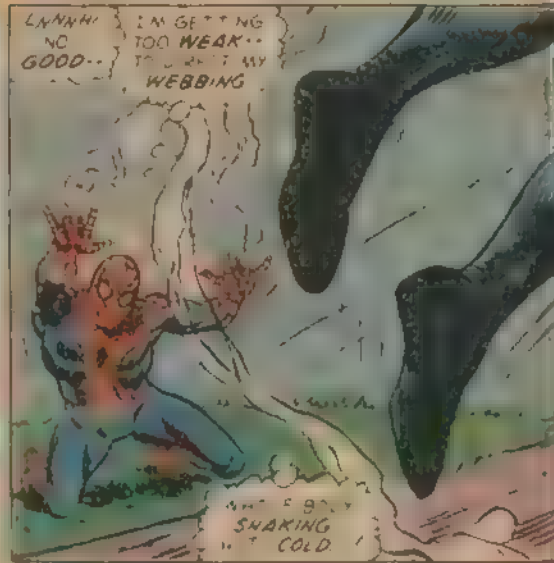
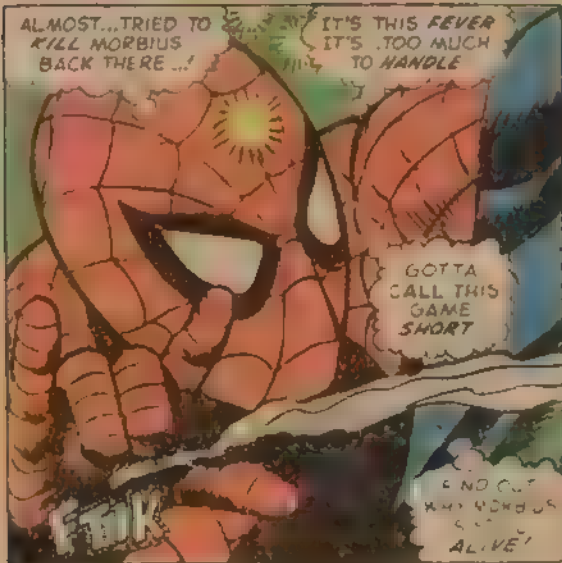
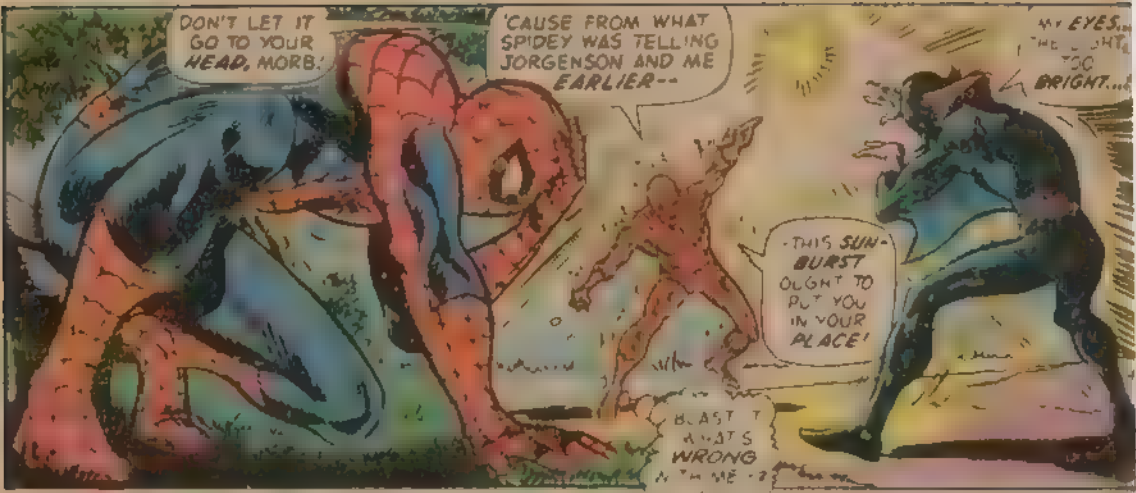








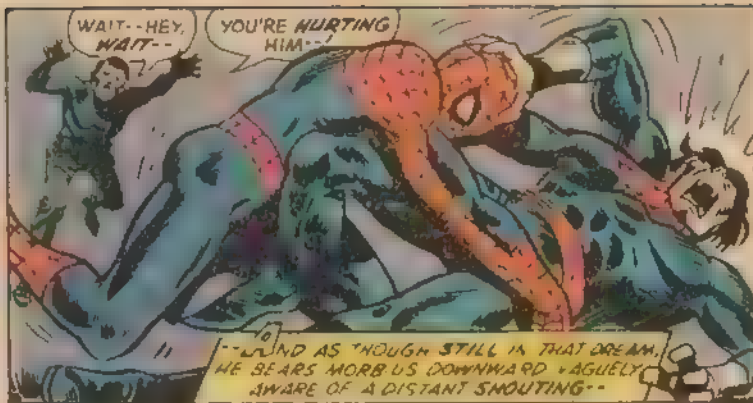




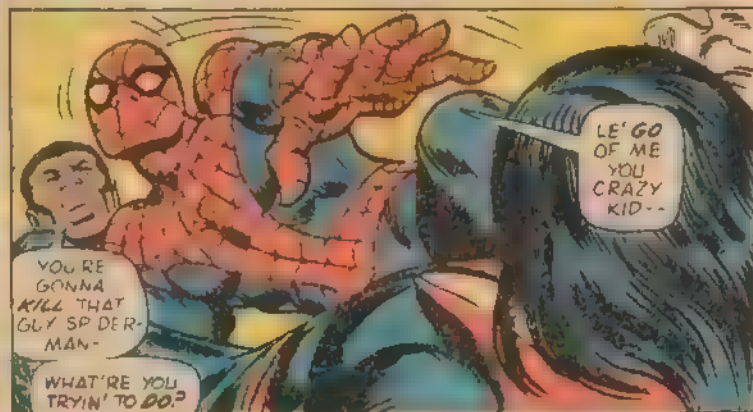




WITH THE LAST OUNCE OF HIS FADING STRENGTH, SPIDER-MAN THROWS HIMSELF FORWARD --FEELS THE IMPACT BULLY AS THOUGH IN A DREAM--



AND AS THOUGH STILL IN THAT DREAM, HE BEARS MORBIUS DOWNWARD VAGUELY AWARE OF A DISTANT SHOUTING--



YOU'RE GONNA KILL THAT GUY SPIDER-MAN--

WHAT'RE YOU TRYIN' TO DO?

LE' GO OF ME YOU CRAZY KID--



--CAN'T YOU SEE I'M TRYIN' TO--  
UNNNHH!

HE SEES ENOUGH, MY FRIEND.

--AND LIKE ALL MERE MEN, HE ASSUMES WHAT HE MUST.

THAT IS WHY MORBIUS--AND HIS KIND-- MUST EVER BE TRIUMPHANT!

AND SHORT FEET AWAY, YET ANOTHER ELEMENT OF OUR DRAMA RETURNS--WITH TRAGIC RESULTS--!



YOU GUYS HEARD MY BROTHER.

THOSE COSTUMED FREAKS WERE TRYIN' TO KILL THAT DUDE!

ARE WE GONNA LET 'EM? ARE WE?

WAIT A SECOND-- THAT'S NOT--!



BUT ALREADY IT'S STARTED--

THE MIND-LESS VIOLENCE-- THE ULTIMATE MANIPULATION OF FEARS--

AND, YES OF PETTY JEALOUSIES--







# YABBERINGS AND YEDDINGS FROM YEOMAN YARNSPINNERS TO YOU!

## STAN LEE'S SOAPBOX

Don'tcha hate people who return from a trip, grab your arm, and shout, "Hey! Let me tell you all about my trip!"? Well, now I know why they do it, because I feel like doing it, too. I just got back from a fast visit to England and Scotland on behalf of ol' Marvel, and I'm bustin' to tell you all about it. As you probably know, we publish some weekly versions of our titles 'way over there in our London office. As a matter of fact, in just a few short years, we've become the third largest comics producer in Britain. And until recently, they'd all been reprints of our own American strips, such as SPIDER-MAN, the F.F., HULK, etc. Well, a few months ago, we decided to try something really far-out. We wanted to do a special book just for our British buddies—a book that would feature their own exclusive super-hero. The name we dreamed up was a natural: CAPTAIN BRITAIN! Anyway, to make a short story shorter, it was introduced early in October, and that's when I went overseas on a whirlwind promotion tour to talk up Cap Britain in particular and Mighty Marvel in general. I wish you could've been with me as I visited Edinburgh, Glasgow, Leeds, Newcastle, and London. Everywhere I went, I heard enthusiastic readers asking for more, more, more of our spunky little super-heroes! No kidding, if ever you get over to England, just introduce yourself to 'most anyone as a practicin' Marvelite, and you'll probably get the keys to the

city! One of these days, we'll try to reprint some CAPTAIN BRITAIN yarns here in the USA, but till then you'll have to be satisfied with Howard the Duck wearing a bowler! By the way, no sooner did I return from my wife's halcyon homeland, than I had to hit the college lecture circuit again. In fact, as I sit penning these weighty and wondrous words, I've just returned from a cultural expedition to good ol' Northern Illinois University where I was Grand Marshal of their Homecoming Day Parade. (Jonah Jameson was too busy and they hadda get someone!) And I'm now about to pack for next week's trip to SUNY at Buffalo; University of New Mexico at Albuquerque; and Orange Coast College in Costa Mesa, California. Yep, like I always say, by the time I'm finished if Marvel Comics isn't required reading for every college curriculum, it won't be our fault! But now, it's time to pack some extra web fluid, uru pasta, and throat spray; so I'll leave you with a fabulous little phrase I picked up in Newcastle—and, for once, I'll tell you what it means. (Hope I spell it right!) "Ceud mile failte!" It means "A hundred thousand welcomes!", and we'll award a giant-size-no-prize to the first reader who can tell us how to pronounce it. Remember, it's Gaelic! But here's something everyone knows how to pronounce—

Excelsior!



about to let Mr. Edelman just slip off into oblivion. He'll continue as scripter for CAPTAIN MARVEL as well as some special short features that will be appearing in our awesome Annuals. And we couldn't let Scott depart without revealing that he is the one who has handled the titanic task of coming up with a new alliterative headline for this column using a different letter of the alphabet each month (and if you think that's easy, check out what's available under X or Q sometime). In fact, the only way Editor ARCHIE GOODWIN would agree to unshackle the sparkling one from his desk was if he first finished headlines all the way through Z! So good luck, Scott, and thanks for everything... particularly increasing our word power!

ITEM! Another change on the masthead is the addition of STEVE "Baby" GERBER to our ranks of Consulting Editors. Beginning with issue #9 of HOWARD THE DUCK, Steve took on responsibility for editing the fighting fowl's adventures as well as writing them. Mr. G will also be writer/editor of one of the most unique and exciting Marvel projects since Spider-Man met a certain leaper over tall buildings in a single bound, namely a giant-size comic featuring the adventures of that wildest of all rock groups, KISS. This one has been in the talking stages for some time now—you may have heard rumors about it through fan channels—but now it's finally and officially underway. So, we'll be filling you in on all the devastating details just as fast as Steve finalizes and feeds them to us. Stick close, the wonderment's just getting started!

ITEM! As long as we're handing out hints on what's just over the horizon, we may as well tantalize you with the fact that we've just signed a contract to do a continuing series about one of the biggest movie stars of them all. Who? Well, we'll reveal that next month, but meantime, here's a last clue that ought to make guessing easy: He's green and mean, and leaves an imprint on the scene!

ITEM! With all the new projects in the works (and we haven't even started to unveil all them for you), it's sad but inevitable that other titles would have to be discontinued to make room. Hence, over the last half year or so, we've had to cancel a few books. Whenever possible, we try to make certain that this falls at the end of a storyline. But often, there's just no way to end the series in time. Like those of you who write in to complain when this happens, we don't like it either. And we are trying to do something about it. Hence, though DEATHLOK has disappeared from his own series, you can see a tying of many plot threads in both MARVEL SPOTLIGHT #33 and in MARVEL TWO-IN-ONE #27, where the bionic man-stalker meets bashful Ban Gimm. As the proper opportunities present themselves, we'll be attempting to wrap up many of the loose strands in Marvel's master design as we have with Deathlok. So, take heart, friends. We love all our evorthing characters—great and small—way too much to leave any of them hanging forever!

ITEM! The leaves of Autumn may have long fallen. The chill winds of Winter may now be briskly blowing. But for a few hours the other evening in Manhattan's Autopub restaurant, it was Summer again. Why? Because about two dozen bubbling Bulpenners gathered there over baked shrimp and sangria to celebrate the joys and sorrows, the highs and lows, of the 1976 softball season. And though Marvel's mean machine ultimately placed second rather than first in the Publisher's Softball League, you'd never have guessed it from the decibel level of the merrymaking at this first of what promises to be an annual banquet. Many toasts were made and each and every player was singled out for an appropriate award, such as the "longest, most grotesque head-first slide" award to Production Potentate LENNY GROW, the "only player to wear his baseball cap all year" award to Happy HERB TRIMPE, and the "cleanest T-shirt" award to Sturdy STU SCHWARTZBERG. The "Wonderful Person" award went to Mirthful MARIE SEVERIN. Probably there's absolutely no connection between her receiving this particular award and the fact that she's the one who made up all the award certificates. But if most of the presentations were something less than rock bottom serious, the last two of the evening were not, as dual trophies were given to the team's co-captains,

Impish IRENE VARTANOFF and Diamond JIM NOVAK, along with a standing ovation (at least from those not too weighted down with shrimp and sangria) and many cries of "Wait'll next year!" It was a perfect caper to a sensational season and proof that the Bulpen can successfully collaborate on something other than comics. A special note of thanks should go to "Nuff Said NELSON YOMTOV for arranging and stage-managing the whole banquet with the same style, expertise, and flair that he brought to playing third base (and this has been the only season where we could say that and still have it be a compliment!).

ITEM! If you're into perusing our monumental masthead (that little box of names and titles residing at the bottom of this page), then you've probably noticed a change or two. Like, for instance, where once Sparkling SCOTT EDELMAN's name was emblazoned as an Assistant Editor, now Energetic ED HANNIGAN is listed. After several years of superior service as a Marvel staffer, Scotty has opted for the free and easy freelancing life, and Ed, hitherto best known perhaps for his painstaking pencilling of KULL THE DESTROYER, was picked to fill the vacancy, having in the past revealed a flair for the ways of words and plotting as well as his very definite drawing ability. Naturally, we're not



ARCHIE GOODWIN  
Editor

JIM SHOOTER  
Associate Editor

ROGER SLIFER, ROGER STERN, ED HANNIGAN  
Assistant Editors

ROY THOMAS, LEN WEIN, MARV WOLFFMAN, STEVE GERBER  
Consulting Editors

JOHN ROMITA  
Art Director

JOHN VERPOORTEN  
Production Manager

IRVING FORBUSH  
Constant Source of Embarrassment



# CAPTAIN AMERICA™

AND THE

# SORE SIR'S APPRENTICES

A STRANGE TURN OF FATE HAS BROUGHT A PLETHORA OF MONSTERS UNLEASHED FROM THE ARCHAIC LABORATORY OF THE WIZARD KNOWN AS THE "SORE SIR." CAPTAIN AMERICA TACKLES THE PROBLEM IN A CONFRONTATION THAT LOOKS LIKE A SCENE SET IN THE HOUSE OF MIRRORS.

CAP'S MUSCLES TIGHTEN LIKE STEEL SPRINGS; HIS POWERFUL ARM ACTS LIKE A PISTON AS IT SMASHES THE MULTIPLYING MONSTERS WITH JACKHAMMER FORCE. BUT--SMALL GAIN, FOR ONE ADVERSARY IS INSTANTLY REPLACED BY ANOTHER.



THE MONSTERS BREAK RANK AND FORM A TIGHT CIRCLE AROUND CAP.

WE ARE "THE SORE SIR'S APPRENTICES," HE TELLS US GET CAPTAIN AMERICA-- GET CAPTAIN AMERICA.

UH...OH! AN ALL OUT ATTEMPT--I MUST USE ALL MY CUNNING AS WELL AS POWER...



DON'T COUNT ME OUT YET, GROUP! WHEN I STOP--ONE OF YOU WILL HAVE THIS!

OOOOOOH! DELICIOUS HOSTESS® CUP CAKES!



SHEER WIZARDRY THIS GREAT DEVIL'S FOOD CAKE! I FORSAKE MY OLD MASTER "SORE SIR."

SUCH LOYALTY--HA! NOW I'LL SURROUND THEM!

WE WANT THAT CHOCOLATY ICING, TOO! AND CREAMED FILLING.



FIRST YOU APPRENTICES MUST BE TAUGHT A LESSON IN CITIZENSHIP... THEN ON TO YOUR MENTOR THE "SORE SIR."

MY CIVILIZING BEGINS WITH MASTERFUL HOSTESS CUP CAKES!

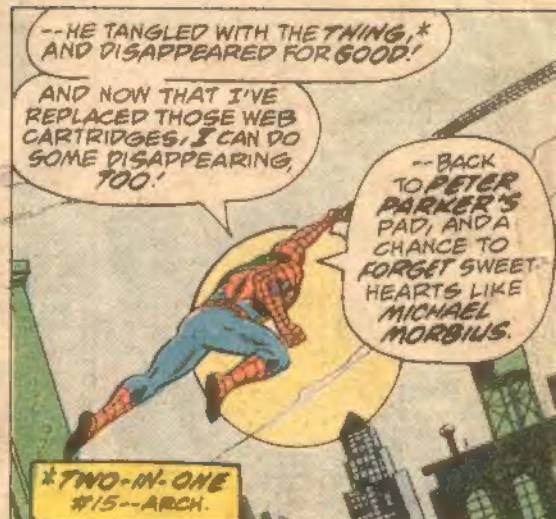
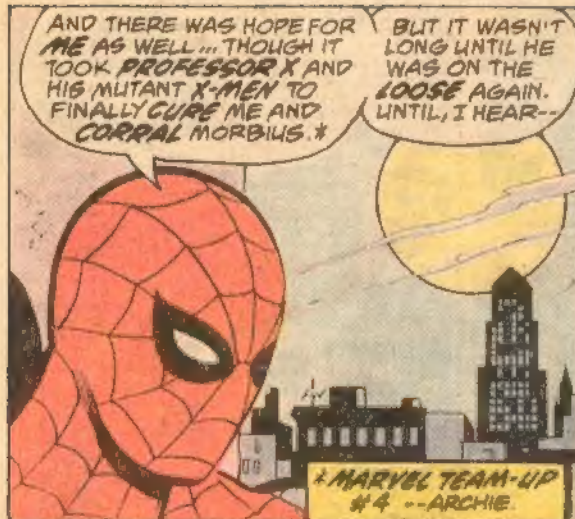


®HOSTESS IS A REGISTERED TRADEMARK OF ITT CONTINENTAL BAKING COMPANY.









YES MR. PARKER, FOR A TIME YOU CAN... A TIME THAT IS SWIFTLY, SURELY, **ERODING!**



**NEXT: RETURN of the VAMPIRE!**